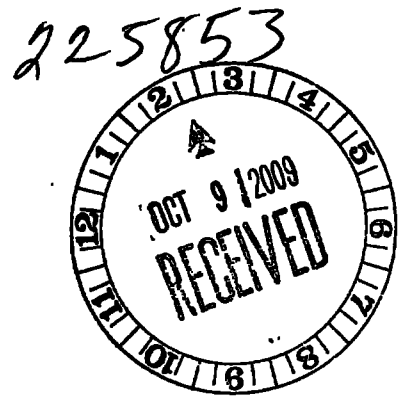


LAW OFFICES
JOHN D. HEFFNER, PLLC
1750 K STREET, N.W.
SUITE 200
WASHINGTON, D.C. 20006
PH: (202) 296-3333
FAX: (202) 296-3939



October 9, 2009

BY HAND

Hon. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-2001

**RE: STB Finance Docket No. 35035, Adrian & Blissfield Rail Road
Company – Acquisition And Operation Exemption –
Tecumseh Branch Connecting Railroad Company**

Dear Ms. Quinlan:

I am submitting on behalf of the Adrian & Blissfield Rail Road Company an original and ten copies of a Verified Notice of Exemption under 49 CFR 1150.41 for Adrian & Blissfield Rail Road Company to acquire and operate the line of railroad owned by the Tecumseh Branch Connecting Railroad Company.

I am enclosing with this filing a filing fee check for \$1800 to cover the applicable fee as well as a copy of the Notice of Exemption on a computer diskette formatted in MS Word. You may contact me if you have any questions.

Please date stamp and return one copy of this letter and Notice.


FILED

OCT 9 - 2009

Enclosure **SURFACE
TRANSPORTATION BOARD**

cc: Mr. Mark Dobronski

Sincerely yours,


John D. Heffner

FEE RECEIVED

OCT 9 - 2009

**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of Proceedings

OCT 9 - 2009

Part of
Public Record

22 5853

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35035

**ADRIAN & BLISSFIELD RAIL ROAD COMPANY
-- ACQUISITION AND OPERATION EXEMPTION --
TECUMSEH BRANCH CONNECTING RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41**

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

Submitted By:

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 200
Washington, D.C. 20006
(202) 296-3333

FILED

OCT 9 - 2009

**SURFACE
TRANSPORTATION BOARD**

Counsel for Petitioner

FEE RECEIVED

OCT 9 - 2009

**SURFACE
TRANSPORTATION BOARD**

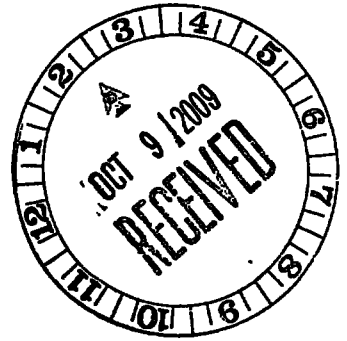
**ENTERED
Office of Proceedings**

OCT 9 - 2009

**Part of
Public Record**

Dated: October 9, 2009

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB FINANCE DOCKET NO. 35035

**ADRIAN & BLISSFIELD RAIL ROAD COMPANY
— ACQUISITION AND OPERATION EXEMPTION —
TECUMSEH BRANCH CONNECTING RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41**

NOTICE OF ACQUISITION AND OPERATION OF RAIL LINE

INFORMATION REQUIRED BY 49 CFR 1150.43

Name and Address of Applicant

49 CFR 1150.43(a)

Adrian & Blissfield Rail Road Company
38235 Executive Drive
Westland, MI 48185-1971¹

Applicant's Representative

49 CFR 1150.43(b)

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 200
Washington, D.C. 20006
(202) 296-3333

¹ The address of the seller Tecumseh Branch Connecting Railroad Company is the same as that for the purchaser, the Adrian & Blissfield Rail Road Company, 38235 Executive Drive, Westland, MI 48185-1971.

Adrian & Blissfield Rail Road Company (“ADBF”), an existing class III short line rail carrier, reached an agreement 8 years ago for the acquisition and operation of the remaining railroad trackage and facilities owned by the Tecumseh Branch Connecting Railroad Company (“TCBY”) located in the City of Adrian, Lenawee County, MI. This acquisition and operation transaction involved the purchase and operation of approximately 1.3 miles of track between MP 44.2 and MP 45.5.

ADBF seeks Board authorization for a transaction it inadvertently consummated 8 years ago without realizing it needed regulatory authority. The Board has customarily granted such “after-the-fact” exemptions when, upon learning of the need for regulatory approval, the applicants acting in good faith have sought Board approval (or an exemption from approval). See, e.g., Steuben County Industrial Development Agency—Acquisition Exemption—Line of Bath And Hammondsport Railroad Company, STB FD No. 32963, served July 15, 1997; Horsehead Corporation—Petition for Acquisition and Operation Exemption—Chestnut Ridge Railway Company, STB Finance Docket No. 34481, served March 12, 2004, slip op. at 2. While the petitioners in each of those two cases sought a “retroactive exemption” by filing an individual petition for exemption, ADBF urges there is no public or private interest service in requiring it to seek an

exemption retroactive to the time of the actual transaction by filing an individual petition for exemption. Cf., Consolidated Rail Corporation-Abandonment Exemption-In Erie County, NY, STB Docket No. AB-167 Sub-no. 1164X, served October 7, 1998, slip op. at 6, 8, and 9.

ADBF accepts the fact that the exemption it seeks here will not be effective for at least 30 days from the date of filing this notice, on or about November 9, 2009.

Operator of the Property

49 CFR 1150.43(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, ADBF will hold itself out to provide common carrier rail freight service over the subject rail facilities.

Brief Summary of Transaction

49 CFR 1150.43(e)

This exemption involves the “after-the-fact” approval for the acquisition and operation of the remaining 1.3 miles of trackage owned by TCBY² by its corporate parent ADBF, an existing class III short line railroad. ADBF and TCBY consummated this transaction on November 19, 2001, as part of a planned corporate restructuring. As a result of this transaction, ADBF added to its current

² Pursuant to a decision served November 19, 2001, TCBY acquired the subject track as part of a 2.1 mile long line purchased from Norfolk Southern Railroad that ADBF had previously leased and operated. By decision served September 11, 2003, the Board exempted TCBY’s abandonment of the segment from MP 45.5 to the end of the track at MP 46.3. See, Tecumseh Branch Connecting Railroad Company – Acquisition and Operation – Norfolk Southern Railway Company, STB Finance Docket No. 34115 and Adrian & Blissfield Rail Road Company, Inc.-- Lease and Operation Exemption--Norfolk and Western Railway Company, FD No. 33224, served November 14, 1996 (authorizing ADBF’s original lease and operation of the line).

system the 1.3 miles of track that TCBY formerly owned and operated. The lines of ADBF and TCBY connected in the City of Adrian. Upon that acquisition and this approval TCBY will formally cease to exist as a rail carrier.³ Eliminating TCBY as a rail carrier through this acquisition will enable ADBF's owners to restructure their railroad holdings by filing a class exemption for continuance in control of three other disconnected class III short line railroads they control⁴ without the need to file an individual petition for exemption, a more costly and time consuming procedure. ADBF anticipates submitting that filing in 2010 as soon as certain corporate matters are resolved.

Map

49 CFR 1150.43(f)

A series of maps depicting the railroad trackage to be acquired and operated and depicting this trackage in relation to other rail lines in Michigan are attached as Exhibits A-1 and A-2.

Certificate of Carrier Classification

49 CFR 1150.43(g)

ADBF certifies that, with this acquisition, its projected annual revenues will be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.43(g) is attached as Exhibit B to this notice.

Transactions Imposing Interchange Commitments **49 CFR 1150.43(h)**

Not applicable. The purchase agreement does not contain any language limiting ADBF's ability to interchange with other carriers. Aside from connecting

³ Accordingly, there would seem to be no need for ADBF to seek retroactive common control authority for TCBY.

⁴ Those carriers are the Charlotte Southern Railroad Company, the Detroit Connecting Railroad Company, and the Lapeer Industrial Railroad Company.

with TCBY, ADBF has access to Norfolk Southern Railroad at Adrian and the Indiana & Ohio Railway Company at Riga.

Disclosure of Intent to Transport Waste

ADBF does not presently intend to provide facilities for the collecting, sorting, loading, unloading, transferring, or transporting of municipal solid waste (“MSW”) or construction and demolition (“C&D”) material.

Labor Protection

Under 49 U.S.C. 10902 the imposition of labor protective conditions are not authorized for a class III railroad acquisition and thus none should be imposed on this transaction.

Caption Summary **49 CFR 1150.44**

A caption summary in the prescribed form is attached as Exhibit C to this Notice.

Environmental and Historic Preservation Data **49 CFR 1105**

Pursuant to 49 CFR 1105.6(c) (2), the proposed transaction is exempt from environmental review under 49 CFR 1105(c) (2) (i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e) (4) or (5).

In addition, this transaction is exempt from historic review under 1105.8(b) (1). Under this section, a sale, lease or transfer of a rail line is exempt if rail operations will continue. Further Board approval is required for the parties to

abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

Submitted By:



John D. Heffner

John D. Heffner, PLLC

1750 K Street, N.W.

Suite 200

Washington, D.C. 20006

(202) 296-3333

Counsel for Petitioner

Dated: October 9, 2009

EXHIBIT A

The map displays the proposed rail line (thick black line) extending from the west towards Toledo, Ohio. The line passes through Lima, Maumee, and Findlay. Key locations marked include Lima, Maumee, Findlay, Toledo, and various surrounding towns like Lima Center, Maumee Center, Findlay Center, and Toledo Center. The map also shows major roads like I-190 and I-75, and the Lake Erie shoreline.

Exhibit B

Certification

I, Mark W. Dobronski, certify that I am President of the Adrian & Blissfield Rail Road Company and that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

I further certify that the foregoing statements made by me are true, and that I am aware that if any of the foregoing statements made by me be willfully false, I am subject to punishment.

Dated: October 8, 2009


Mark W. Dobronski

EXHIBIT C

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35035

**ADRIAN & BLISSFIELD RAIL ROAD COMPANY
– ACQUISITION AND OPERATION EXEMPTION –
TECUMSEH BRANCH CONNECTING RAILROAD COMPANY**

Adrian & Blissfield Railroad Company (ADBR”), an existing class III short line railroad common carrier, has filed a Verified Notice of Exemption under 49 CFR 1150.41 seeking retroactive approval of its inadvertent prior purchase and operation of a line of railroad currently owned by the Tecumseh Branch Connecting Railroad Company (“TCBY”). The subject rail property consists of approximately 1.3 miles of track between MP 44.2 and MP 45.5 located in the City of Adrian, MI.

ADBR requests that this exemption be effective on or before November 9, 2009, more than thirty days after the filing of this exemption.

Comments must be filed with the Board and served on:

John D. Heffner, Esq.
John D. Heffner, PLLC
1750 K Street, N.W. – Suite 200
Washington, D.C. 20006
Telephone: (202) 296-3334

This notice is filed under 49 C.F.R. 1150.41. If the notice contains false or misleading information, the exemption is void ab initio. The filing of a petition to revoke will not automatically stay the transaction.

(seal)

Anne K. Quinlan
Acting Secretary

VERIFICATION

STATE OF MICHIGAN)
)
COUNTY OF WAYNE) ss

Mark W. Dobronski, being duly sworn according to law, hereby
deposes and states that (s)he is authorized to make this Verification, has read
the foregoing document, and knows the facts asserted therein are true and
accurate as stated, to the best of (her) his knowledge, information, and
belief.



Mark W. Dobronski
President
Adrian & Blissfield Rail Road Company

Subscribed to and sworn to before me, a Notary Public, in and for the County
of Wayne in the State of Michigan, this 8th day of October, 2009.


Notary Public

My commission expires:

